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November 19, 2001

RECORDATION NO. **21438-L**

NOV 19 '01 9-22 AM

Recordation No. 21438-L

TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Partial Termination of Lease ("Partial Termination") dated as of November 19, 2001.

The party to the enclosed Partial Termination is:

Flex leasing I, LLC
Suite 300
234 Front Street
San Francisco, CA 94111

- TERMINATOR

The said Partial Termination, among other things, acts to terminate ONLY those units in Annex A thereto (copy attached) from the lease between Flex Leasing I, LLC, as Lessor and CSX Transportation, Inc., as Lessee, recorded under Recordation No. 21438 as supplemented, the units being terminated from the lease having been recorded under Recordation Nos. 21438 and 21438-I, and the Partial Termination should be recorded under the next available letter under Recordation No. 21438, which letter we believe to be "-L".

The equipment covered by the instant Partial Termination is as identified in Annex A thereto, namely 40 covered coil railcars, CSXT 495360-495399 and 30 gondolas, MS6670-6699.

The Partial Termination should be recorded under recordation No. 21438-L.

A short summary of the Partial Termination to appear in the Surface Transportation Board Index is as follows:

"Termination from lease 40 covered coil cars CSXT 495360-495399 and 30 gondolas, MS6670-6699. "

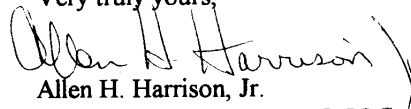
Please enter under this Recordation No. the following cross index reference:

“See Recordation Nos. 21888-D, 21888-F, 212888-U, 21209-K and 23742”.

Enclosed is a check in the amount of fifty-six dollars (\$56.00) in payment of the filing fee (\$28.00) and the cross indexing fee (\$28.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
*Attorney for Flex Leasing I, LLC,
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY HAND

8212-020

ANNEX A

Description of Equipment

Thirty (30) 66'0" mill gondola, 6' sides, 165-ton capacity,
286,000 lb. gross rail load, approximately 3564 cu. ft. capacity numbered:

MS 6670 through 6699 inclusive

Forty (40) 115-ton capacity,
42' inside length covered coil cars numbered:

CSXT 493360 through 495399 inclusive

[CSX]

21438-L

MEMORANDUM OF PARTIAL TERMINATION OF LEASE

FLEX LEASING CORPORATION and **FLEX LEASING I, LLC** collectively filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21438, on May 28, 1998 and (b) the Registrar General of Canada (the "RGC") on the 29th day of May, A.D. 1998 at 2:55 p.m., (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21438-A, on August 31, 1998 at 2:45 p.m. and (b) the RGC on the 2nd day of September, A.D. 1998 at 1:20 p.m., (iii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21438-B, on December 11, 1998 at 2:58 p.m. and (b) the RGC on the 14th day of December, A.D. 1998 at 2:30 p.m., (iv) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21438-C, on February 4, 1999 at 3:15 p.m. and (b) the RGC on the 5th day of February, A.D. 1999 at 1:02 p.m., (v) that certain Memorandum of Partial Assignment of Lease with (a) the STB, Recordation No. 21438-D, on February 4, 1999 at 3:15 p.m. and (b) the RGC on the 5th day of February, A.D. 1999 at 1:11 p.m., (vi) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21438-E, on April 28, 1999 at 2:30 p.m. and (b) the RGC on the 29th day of April, A.D. 1999 at 1:10 p.m., (vii) that certain Memorandum of Partial Assignment with (a) the STB, Recordation No. 21438-F, on May 28, 1999 at 3:30 p.m. and (b) the RGC on the 31st day of May, A.D. 1999 at 2:18 p.m., (viii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21438-G, on May 28, 1999 at 3:30 p.m. and (b) the RGC on the 31st day of May, A.D. 1999 at 2:19 p.m., (ix) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21438-H, on June 30, 1999 at 2:30 p.m. and (b) the RGC on the 2nd day of July, A.D. 1999 at 1:52 p.m., (x) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21438-I, on January 27, 2000 at 3:25 p.m. and (b) the RGC on the 31st of January, A.D. 2000 at 1:41 p.m., (xi) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21438-J, on June 23, 2000 at 3:40 p.m. and (b) the RGC on the 27th of June, A.D. 2000 at 1:01 p.m., and (xii) that certain Memorandum of Partial Termination of Lease with (a) the STB, Recordation No. 21438-K, on June 27, 2000 at 12:32 p.m. and (b) the RGC on the 28th of June, A.D. 2000 at 3:01 p.m., relating to the lease described below:

That certain lease (the "Lease"), dated as of May 28, 1998, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **CSX TRANSPORTATION, INC.** ("Lessee"), having its chief executive office at 500 Water Street, J-220, Treasury Department, Jacksonville, Florida 32202, Schedule No. 01 ("Schedule 1"), dated May 28, 1998, and Schedule No. 06 ("Schedule 6"), dated as of December 9, 1998, by and between Flex and Lessee.

The duties and obligations of the parties to the Lease have been satisfied and discharged only with respect to the railcars listed on Annex A attached hereto. The terms of the said Lease, only with respect to the railcars listed on Annex A attached hereto, have run, have not been renewed, and have therefore expired. Wherefore, this filing hereby partially terminates of record the Lease, only with respect to the railcars listed on Annex A attached hereto. The remainder of the Lease is in full force and effect as of the date hereof.

NY01/STADD/593794.2

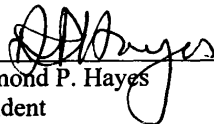
RECORDED 21438-L

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SURFACE TRANSPORTATION BOARD

Dated as of November 19, 2001

FLEX LEASING I, LLC

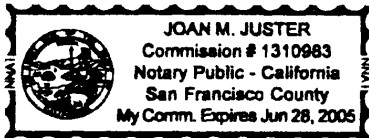
By: 
Desmond P. Hayes
President

STATE OF CA)
) ss:
COUNTY OF SF)

On this 14th day of November, 2001, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President of Flex Leasing I, LLC and that said writing was signed on the date hereof by him on behalf of said company by its authority duly given. And the said President acknowledged the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 14th day of November, 2001.

SEAL




Notary Public
My Commission Expires: June 28th 2005

ANNEX A

Description of Equipment

Thirty (30) 66'0" mill gondola, 6' sides, 105-ton capacity,
286,000 lb. gross rail load, approximately 3564 cu. ft. capacity numbered:

MS 6670 through 6699 inclusive

Forty (40) 116-ton capacity,
42' inside length covered coil cars numbered:

CSXT 495360 through 495399 inclusive

[CSX]